

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

DELPHI CORPORATION, et al.

Debtors.

)  
)  
) Chapter 11  
)  
)  
) Case No. 05-44481 (RDD)  
)  
)  
) (Jointly Administered)  
)

**AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL**

STATE OF

COUNTY OF

)  
) ss:  
)

Richard Parker, being duly sworn, deposes and says:

1. I am a partner of Ice Miller LLP ("Ice Miller") which firm maintains offices at One American Square, Suite 3100, Indianapolis, Indiana 46282-0200.

2. Neither I, Ice Miller, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interests, or their attorneys, except as set forth in this affidavit.

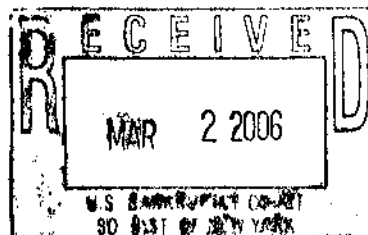
3. Ice Miller, has represented and advised the Debtors with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and Ice Miller has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of the title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and Ice Miller proposes, to render the following services to the Debtors: legal services related to immigration matters.

5. Ice Miller's current fees arrangement is on an hourly basis.

6. Except as set forth herein, no promises have been received by Ice Miller or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Ice Miller has no agreement with any entity to share with such entity any compensation received by Ice Miller.

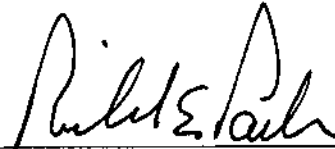


8. Ice Miller and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matter totally unrelated to these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates, except as set forth in Exhibit A, which continue subject to the written consent of the Debtors.

9. Neither I, Ice Miller, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Ice Miller is to be engaged, except as set forth on Exhibit A, which continue subject to the written consent of the Debtors.

10. The foregoing constitutes the statement of Ice Miller pursuant to section 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT



Richard Parker  
Partner, Ice Miller LLP

Subscribed and sworn before me  
this 10<sup>th</sup> day of February, 2006



Notary Public



**Exhibit A**

1. Court Holdings
2. Indianapolis Motor Speedway
3. Remy International
4. Vectren
5. Handy & Harmon Electronic Materials Corp.
6. Sumco, Inc.
7. Niagara Piston, Inc.

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a copy of the foregoing has been deposited in the U.S. mail, first class postage prepaid, on the 27<sup>th</sup> day of February 2006, addressed to:

United States Bankruptcy Court  
Southern District of New York  
P.O. Box 5058  
Bowling Green Station  
New York, NY 10274-5058

Attn: General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, Michigan 48098


Attn: John Wm. Butler, Esq.  
Skadden, Arps, Slate, Meagher & Flom  
333 West Wacker Drive, Suite 2100  
Chicago, IL 60606

Attn: Marlane Melican, Esq.  
Davis Polk & Wardell  
450 Lexington Avenue  
New York, NY 10017

Attn: Alicia M. Leonhard, Esq.  
Office of U.S. Trustee  
33 Whitehall Street, Suite 2100  
New York, NY 10044

Attn: Mark A. Broude, Esq.  
Latham & Watkins  
885 Third Avenue  
New York, NY 10022

Attn: Marissa Wesley, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017

  
Richard E. Parker

ICE MILLER LLP  
One American Square, Suite 3100  
Indianapolis, IN 46282-0200

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February 27, 2006

WRITER'S DIRECT NUMBER: (317) 236-2309  
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Clerk of United States Bankruptcy Court  
Southern District of New York  
Manhattan Office  
One Bowling Green  
New York, NY 10004

**RE: In re Delphi Corporation, et al.; case number 05-44481(RDD)**

Dear Clerk:

Enclosed please find an original and two (2) copies of the Affidavit of Legal Ordinary Course Professional in connection with the above-referenced matter. Please file and return a file-stamped copy of same to the undersigned in the enclosed, self-addressed, stamped envelope.

If you have any questions regarding the enclosed, please feel free to contact me at the number provided.

Very truly yours,

ICE MILLER LLP

A handwritten signature in black ink, appearing to read "Roberto Ramirez".

Roberto Ramirez

RAR:jms  
Enclosures  
Cc: Jenifer Brown

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